



92

741661.1008

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicants : Babak REZVANI et al.
Serial No. : 09/684,012
Filed : October 6, 2000
For : METHOD FOR AMORTIZING
AUTHENTICATION OVERHEAD
Group Art Unit : 3621
Examiner : Calvin L. Hewitt II
Confirmation No. : 9816

REVOCATION AND NEW POWER OF ATTORNEY

Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313-1450

Dear Sir:

The undersigned Assignee, Xanboo, Inc., of the entire interest in the captioned Application for Letters Patent hereby revokes all previous powers of attorney in the captioned Application, and hereby appoints the following registered practitioners as its attorneys with full power of substitution and revocation to prosecute this Application and to transact all business in the United States Patent and Trademark Office ("PTO") connected therewith:

Customer Number 41226.

The captioned Application is assigned to Xanboo, Inc. by virtue of Assignments in favor of Core Technology Inc. recorded in the PTO on October 6, 2000 at Reel 011261

on Frames 0591-0593 and 0698-0700, respectively. Attached is a Restated Certificate of Incorporation dated September 27, 2000 verifying change of the corporation name from Core Technology Inc. to Xanboo, Inc.

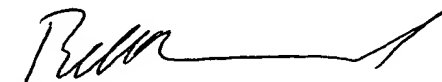
I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Please direct all future correspondence regarding the captioned Application to:

Customer Number 41226.

Respectfully submitted,

Assignee: XANBOO, INC.
115 West 30th Street, 6th Floor
New York, NY 10001

By: 

Bill Diamond
President

ASSIGNMENT

In consideration of the payment by Core Technology Inc. ("ASSIGNEE"), a corporation incorporated under the laws of New York and having a place of business at 15 West 27th Street, New York, NY 10001, to Babak Rezvani ("ASSIGNOR"), of 355 Croton Dam Road, Ossling, NY 10562, of the sum of One Dollar (\$1.00), the receipt of which is hereby acknowledged, and for other good and valuable consideration, ASSIGNOR hereby sells, assigns and transfers to ASSIGNEE and the successors, assigns and legal representatives of the ASSIGNEE the entire right, title and interest for the United States and its territorial possessions and in all foreign countries, including all rights to claim priority, in and to any and all improvements which are disclosed in the invention entitled:


METHOD FOR AMORTIZING AUTHENTICATION OVERHEAD

and which is described in the specification filed herewith attached hereto and any legal equivalent thereof in a foreign country, including the right to claim priority and, in and to, all Letters Patent to be obtained for said invention by the above application or any continuation, division, renewal, or substitute thereof, and as to letters patent any reissue or re-examination thereof.

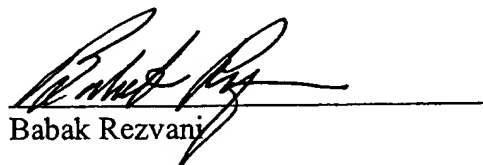
ASSIGNOR hereby covenants that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this assignment.

ASSIGNOR further covenants that ASSIGNEE will, upon its request, be provided promptly with all pertinent facts and documents relating to said invention and said Letters Patent and legal equivalents as may be known and accessible to ASSIGNOR and will testify as to the same in any interference, litigation or proceeding related thereto and will promptly execute and deliver to ASSIGNEE or its legal representatives any and all papers, instruments or affidavits required to apply for, obtain, maintain, issue and enforce said application, said invention and said Letters Patent and said equivalents thereof which may be necessary or desirable to carry out the purposes thereof.

IN WITNESS WHEREOF, I have hereunto set hand and seal this 8th day
of October, 2000.



GERI RAPP
Notary Public, State of New York
No. 24-4780304
Qualified in Kings County
Commission Expires Nov. 17, 2004


Babak Rezvani

ASSIGNMENT

In consideration of the payment by Core Technology Inc. ("ASSIGNEE"), a corporation incorporated under the laws of New York and having a place of business at 15 West 27th Street, New York, NY 10001, to Babak Rezvani ("ASSIGNOR"), of 355 Croton Dam Road, Ossling, NY 10562, of the sum of One Dollar (\$1.00), the receipt of which is hereby acknowledged, and for other good and valuable consideration, ASSIGNOR hereby sells, assigns and transfers to ASSIGNEE and the successors, assigns and legal representatives of the ASSIGNEE the entire right, title and interest for the United States and its territorial possessions and in all foreign countries, including all rights to claim priority, in and to any and all improvements which are disclosed in the invention entitled:

METHOD FOR AMORTIZING AUTHENTICATION OVERHEAD

and which is described in the specification filed herewith attached hereto and any legal equivalent thereof in a foreign country, including the right to claim priority and, in and to, all Letters Patent to be obtained for said invention by the above application or any continuation, division, renewal, or substitute thereof, and as to letters patent any reissue or re-examination thereof.

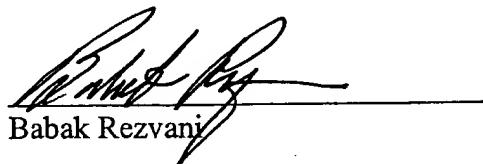
ASSIGNOR hereby covenants that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this assignment.

ASSIGNOR further covenants that ASSIGNEE will, upon its request, be provided promptly with all pertinent facts and documents relating to said invention and said Letters Patent and legal equivalents as may be known and accessible to ASSIGNOR and will testify as to the same in any interference, litigation or proceeding related thereto and will promptly execute and deliver to ASSIGNEE or its legal representatives any and all papers, instruments or affidavits required to apply for, obtain, maintain, issue and enforce said application, said invention and said Letters Patent and said equivalents thereof which may be necessary or desirable to carry out the purposes thereof.

IN WITNESS WHEREOF, I have hereunto set hand and seal this 8th day
of October, 2000.



GERI RAPP
Notary Public, State of New York
No. 24-4780304
Qualified in Kings County
Commission Expires Nov. 17, 2004


Babak Rezvani

F 0000 1994

RESTATED CERTIFICATE OF INCORPORATION
OF
CORE TECHNOLOGY INC.

CSC 45

Under Section 807 of the Business Corporation Law

The undersigned, being the Chairman of the Board and the Secretary of Core Technology Inc. (the "Corporation"), do hereby certify and set forth:

FIRST: The name of the Corporation is Core Technology Inc.

SECOND: The Certificate of Incorporation of the Corporation was filed by the State of New York Department of State on June 26, 1998.

THIRD: The Certificate of Incorporation, as heretofore amended, is hereby amended and restated in its entirety to effect one or more of the amendments or changes authorized by the Business Corporation Law, to wit:

1. To change the Corporation's name to Xanboo Inc.
2. To designate 35,000 shares of the Corporation's preferred stock, par value \$.01 per share ("Preferred Stock") as "Series D Convertible Preferred Stock".

FOURTH: To accomplish the foregoing, the Corporation's Certificate of Incorporation is amended and restated as follows:

A. Article First of the Certificate of Incorporation is revised to reflect the new name of the Corporation.

B. Article FOURTH of the original Certificate of Incorporation, relating to the aggregate number of shares which the Corporation is authorized to issue, the par value thereof, and the classes into which the shares are divided, is revised to reflect the designation of a new class of convertible preferred stock.

FIFTH: The Restated Certificate of Incorporation of the Corporation herein provided was authorized by unanimous written consent of the Board of Directors and the holders of a majority of the outstanding shares of Common Stock and Preferred Stock entitled to vote thereon.

SIXTH: The text of the Certificate of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

State of New York
Department of State } ^{ss:}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on SEP 27 2000



A handwritten signature in cursive script, appearing to read "J. L. Lube", followed by a long horizontal line.

Special Deputy Secretary of State